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11/09/12	MG8	Correspond with working group regarding open issues and preparation of comments to draft omnibus reply to objections to Debtors' Sale Motion (.60)	0.60
11/09/12	MG8	Attend to several communications with client, Morrison & Foerster, working group and counsel to JPMorgan regarding objections of JPMorgan Chase to Debtors' sale motion (.40)	0.40
11/09/12	MG8	Review additional documentation regarding CitiMortgage servicing agreements and related correspondence from C. Schares and T. Witten regarding remaining agreements with CitiMortgage in connection with addressing CitiMortgage's objections to Sale Motion (.30)	0.30
11/09/12	MG8	Draft correspondence to counsel to CitiMortgage regarding outstanding information needed to address CitiMortgage's objections to Debtors' Sale Motion (.30)	0.30
11/09/12	MG8	Participate in conference call with Morrison & Foerster team and working group to review status of all objections to Debtors' sale motion (1.40)	1.40
11/09/12	MG8	Review Debtors' draft omnibus reply to objections to Sale Motion to confirm whether it addresses objections lodged by parties that Curtis is covering as conflicts counsel to the Debtors (1.40)	1.40
11/09/12	MG8	Review client's comments to spreadsheet provided by counsel to PNC Mortgage regarding alleged cure amounts and follow-up with working group, client and Centerview regarding same (.70)	0.70
11/09/12	BMK	Prepare and organize documents and update spreadsheet to reflect documents and information received from various e-mails relating to objections to Sale Motion (.40)	0.40
11/09/12	BMK	Correspond with working group regarding the Debtors' Schedules listing PNC Mortgage's executory contracts (.20)	0.20
11/09/12	BMK	Correspond with working group regarding status of missing contracts in connection with CitiMortgage, Inc. and PNC Mortgage's objection to the Debtors' proposed sale and assumption and assignment of contracts (.30)	0.30
11/09/12	PJB2	Initial review of draft of Debtors' omnibus reply to objections to Debtors' sale motion and follow-up on same for conflicts purposes (1.70)	1.70
11/09/12	PJB2	Correspond with working group re: draft of Debtors' omnibus reply to objections to Debtors' sale motion (.20)	0.20

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11/10/12 MG8	Prepare for and participate in call with working group to coordinate suggested revisions to the Debtors' draft omnibus reply to the objections to the Sale Motion (1.20)	1.20
11/10/12 MG8	Review and comment on draft reply to objections to sale motion that had been revised to reflect initial comments from Curtis with respect to objections being handled by Curtis (1.10)	1.10
11/10/12 PJB2	Participate in call with working group re: revising Debtors' omnibus reply to objections to Debtors' sale motion and research re: same (.40)	0.40
11/10/12 PJB2	Correspond with working group re: revising Debtors' omnibus reply to objections to Debtors' sale motion and conduct research re: same (.30)	0.30
11/10/12 PJB2	Revise Debtors' omnibus reply to objections to Debtors' sale motion and conduct research re: same (5.30)	5.30
11/11/12 MG8	Correspond with P. Buenger regarding burden of proof issue relating to cure amounts on defaulted exectory contracts and asset of estate argument in certain objections to cure amounts (.20)	0.20
11/11/12 PJB2	Correspond with M. Gallagher re: burden of proof on defaults under executory contracts and resulting cure amounts and whether executory contracts prior to rejection are assets of a debtor's estate (.20)	0.20
11/11/12 PJB2	Conduct further research re: burden of proof on defaults under executory contracts and resulting cure amounts and status of executory contracts prior to rejection and update omnibus reply to various objections to Debtors' sale motion to incorporate same (.80)	0.80
11/12/12 MG8	Draft correspondence to S. Wallace, counsel to CitiMortgage, regarding certain aspects of CitiMortgage's objection that were addressed by the Debtors' Omnibus Reply and arrange call to address remaining objections (.40)	0.40
11/12/12 MG8	Participate in conference call with counsel to JPM Chase and in-house counsel to JPM Chase regarding JPM's objections to sale motion and potential solutions to same (.50)	0.50
11/12/12 MG8	Attend to correspondence relating to JPM Chase's objections to sale and Residential Capital's inquiries related to same, as well as chart of relevant agreements sent by M. Crespo of Morrison & Foerster (.70)	0.70
11/12/12 MG8	Review and coordinate with working group re: various	1.80

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language of APAs in order to address certain objections to
Sale Motion raised by JPM, PNC and CitiMortgage (1.80)

11/12/12	MG8	Review filed versions of Debtors' Omnibus Reply to Debtors' sale motion and related declarations and exhibits in connection with Curtis' role as Debtors' conflicts counsel (1.60)	1.60
11/12/12	MG8	Review emails and copies of agreements and related materials sent by R. Smith of JPM Chase in connection with JPM's reservation of rights and limited objection to Debtors' Sale Motion (1.20)	1.20
11/12/12	MG8	Participate in call with M. Crespo regarding JPM Chase's objections to sale motion, background and related issues (.30)	0.30
11/12/12	MG8	Participate in call with M. Woehr and T. Witten regarding PNC Mortgage's objections to Sale Motion and related issues (.50)	0.50
11/12/12	BMK	Review recently filed Debtors' Omnibus Reply to Objections to Debtors' Sale Motion and related pleadings and objections for conflicts purposes (2.50)	2.50
11/12/12	BMK	Organize documents for sales hearing binder and index and discuss upcoming sales hearing procedures with P. Buenger (1.20)	1.20
11/12/12	PJB2	Circulate as-filed version of Debtors' omnibus reply to objections to Debtors' sale motion to group and follow-up with B. Kotliar re: upcoming sales hearing procedures and preparation for same (.30)	0.30
11/12/12	PJB2	Review as-filed Debtors' omnibus reply to objections to Sale Motion and various declarations and exhibits in support thereof re: obligations being assumed and assigned and various other objections raised by potential conflicts parties to the Debtors' Sale Motion and/or cure amounts (1.50)	1.50
11/13/12	SFP	Review correspondence and documents relating to JPMorgan Chase Agreements where JPMC objected to assumption and assignment (3.80)	3.80
11/13/12	MG8	Attend to correspondence with S. Wallace, counsel to CitiMortgage, regarding explanation of reason for two SBO notices and divisibility of agreements by loans and follow-up with Residential Capital re: same (.60)	0.60
11/13/12	MG8	Participate in telephone conference with working group and A. Root, counsel to PNC Mortgage, regarding potential resolution to PNC Mortgage's objections to Sale Motion and Assumption and Assignment (.30)	0.30
11/13/12	MG8	Participate in conference call with counsel to	0.70

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	CitiMortgage and working group to discuss objections to Sale Motion, potential resolutions and related follow-up (.70)	
11/13/12 MG8	Participate in telephone conference with R. Smith of JPMorgan Chase and working group regarding issues with respect to certain agreements listed on the Debtors' assumption schedules relevant to resolving JPMorgan Chase's limited objections to Sale Motion (.20)	0.20
11/13/12 MG8	Attend to numerous communications with Residential Capital's in-house counsel, Residential Capital's business personnel, Morrison & Foerster and working group in connection with efforts to resolve JPMorgan Chase's limited objections to Sale Motion (.80)	0.80
11/13/12 MG8	Attend to numerous communications with R. Smith, counsel to JPMorgan Chase, regarding agreements to be assumed and assigned and related issues with respect to JPMorgan's limited objections to the Debtors' Sale Motion (.50)	0.50
11/13/12 MG8	Review applicable notices, orders and APAs for determination about approved procedures for adding and deleting executory agreements to be assumed and assigned in connection with Sale Motion and follow-up with Curtis working group re: same (.80)	0.80
11/13/12 BMK	Review appropriate sale documents and asset purchase agreements for procedures for additional contracts to be assumed and assigned (1.20)	1.20
11/13/12 BMK	Coordinate the production of materials for hearing on Sale Motion and index of same (.50)	0.50
11/13/12 BMK	Investigate Debtors' schedules on the assumption and assignment notice, amended notice and Debtors' First and Second Notices of assuming and assigning SBO servicing contracts as to potentially absent counterparties (0.50)	0.50
11/13/12 RMS	Begin to prepare key documents binder re: sale hearing for attorney review, per the request of B. Kolliar (.80)	0.80
11/14/12 SFP	Further review JPM documents subject of assumption notices, confer with M. Gallagher and consider possible expiration of certain agreements (1.40)	1.40
11/14/12 JD3	Correspond and confer with working group, Calpine counsel and GMAC counsel re: status of Calpine settlement and sale of REO property (.50)	0.50
11/14/12 MG8	Draft and respond to numerous communications with counsel to CitiMortgage in connection with efforts to resolve CitiMortgage's objections to the Debtors' sale motion (.70)	0.70

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11/14/12	MG8	Review various schedules for executory agreements to be assumed and assigned pursuant to Sale Motion and correspond with Centerview and C. Schares of Residential Capital regarding purchase price allocations related to agreements of certain objecting counter parties (.80)	0.80
11/14/12	MG8	Attend to correspondence with M. Woehr of Residential Capital and M. Beck of Morrison & Foerster regarding potential resolution of PNC Mortgage's objections to cure amounts and the Debtors' Sale Motion and possible implications related to such resolution (.40)	0.40
11/14/12	MG8	Review and comment on correspondence to PNC Mortgage with respect to proposed resolution of PNC Mortgage's objections to cure amounts and the Debtors' sale motion (.30)	0.30
11/14/12	MG8	Review follow-up correspondence with counsel to JPMorgan Chase regarding potential resolution to JPMorgan Chase's reservation of rights with respect to Sale Motion (.20)	0.20
11/14/12	MG8	Review proposal of PNC Mortgage for potential resolution of PNC Mortgage's objection to Sales Motion and cure amounts and confer with working group regarding same (.30)	0.30
11/14/12	MG8	Correspond with A. Barrage of Morrison & Foerster and working group regarding status of attempts to resolve various objections to Sales Motion and information needed to further analyze appropriate resolutions (.40)	0.40
11/14/12	MG8	Attend to several communications relating to settlement of REO litigation involving CPN and related sale of REO property to CPN (.50)	0.50
11/14/12	MG8	Meet with S. Pollack to review JPM documents listed on assumption and assignment schedules and follow-up re: same (.80)	0.80
11/14/12	MG8	Review JPM assignment schedules and review and revise correspondence to JPM with respect to proposed resolution to JPM reservation of rights with respect to the Debtors' sale motion (.70)	0.70
11/14/12	MAC	Review sale pleadings and objections in connection with Curtis' role as conflicts counsel to the Debtors (1.10)	1.10
11/14/12	BMK	Revise indices of materials for Sale Motion hearing per P. Buenger's comments and coordinate its production (.80)	0.80
11/14/12	BMK	E-mail T. Foudy and M. Gallagher with list of CitiMortgage, Inc.'s assumed and assigned contracts	0.20

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	pursuant to Debtors' schedules (.20)	
11/14/12 RMS	Retrieve and compile key documents re: sale hearing, per the request of B. Kotliar (2.10)	2.10
11/14/12 HH	Review materials prepared by P. Buenger re: Debtors' sale hearing (.30)	0.30
11/14/12 HH	Review Debtors' omnibus reply to sale objections in preparation for sale hearing (.80)	0.80
11/14/12 HH	Correspond with working group re: preparations to be made for sale hearing and Curtis' role in same (.70)	0.70
11/15/12 MG8	Attend to efforts to resolve CitiMortgage's objections to assumption and assignment, as well as to Debtors' Sale Motion, including numerous discussions with counsel to CitiMortgage and Residential Capital regarding CitiMortgage's specific issues, with Morrison & Foerster regarding state of play and with RMBS Trustees and Ocwen regarding outstanding issues with respect to master servicers and SBO service agreements (1.70)	1.70
11/15/12 MG8	Attend to numerous calls and communications with counsel to JPMorgan Chase, Residential Capital and working group in connection with identification and review of documents in order to resolve JPMorgan Chase's reservations of rights with respect to Debtors' Sale Motion (1.50)	1.50
11/15/12 MG8	Review Committee Statement Concerning Sale of Servicing Platform and Legacy Platform and follow-up with working group as it relates to continuing negotiations with certain objecting parties (.40)	0.40
11/15/12 MG8	Confer with B. Kotliar regarding preparation of materials for hearing on Debtors' sale motion and review drafts indices for binders (.30)	0.30
11/15/12 MG8	Attend to matters relating to resolving objections of PNC Mortgage to Debtors' Sale Motion and to assumption and assignment of PNC Mortgage agreements, including numerous communications with working group and A. Root regarding proposed resolutions and open issues, and follow-up with Morrison & Foerster as to the treatment of SBO servicers generally (1.20)	1.20
11/15/12 MG8	Review newly filed updated proposed order for Legacy Portfolio sale to Berkshire Hathaway (.50)	0.50
11/15/12 MG8	Attend to numerous communications with T. Witten, C. Schares and B. Weingarten regarding implications of CitiMortgage's objection to Debtors' Sale Motion (1.20)	1.20
11/15/12 MG8	Draft detailed email to counsel to CitiMortgage	0.70

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	addressing open points on CitiMortgage's objection to Sale Motion and assumption and assignment, potential resolutions, state of play and rationale for certain agreements made with RMBS Trustees (.70)	
11/15/12 BMK	Monitor case docket and review relevant documents for sales hearing (.50)	0.50
11/15/12 BMK	Prepare sales hearing materials for working group (1.20)	1.20
11/15/12 BMK	Update sales hearing materials to include proposed orders and statement of the Official Committee of Unsecured Creditors (.20)	0.20
11/15/12 BMK	Confer with M. Gallagher re: production of materials for sales hearing (.30)	0.30
11/15/12 BMK	Coordinate the production of the sales hearing materials (.70)	0.70
11/15/12 RMS	Retrieve and compile key documents re: November 19th sale hearing, per the request of B. Kotliar (4.90)	4.90
11/16/12 SJR	Review strategy regarding addressing remaining Objections of conflict parties in connection with Residential Capital's sale transaction and review documentation related to same (2.20)	2.20
11/16/12 MG8	Participate in telephone conference with working group regarding status of PNC Mortgage and CitiMortgage's objection and open issues and tasks before hearing on Sale Motion (.20)	0.20
11/16/12 MG8	Participate in telephone conference with G. Lee and M. Crespo to review plan for addressing remaining objections to Sale Motion (.30)	0.30
11/16/12 MG8	Attend to numerous communications with working group and S. Wallace, counsel to CitiMortgage, regarding open issues and potential resolutions to CitiMortgage's objections to Debtors' Sale Motion (.50)	0.50
11/16/12 MG8	Attend to communications with A. Root and M. Schaedle, counsel to PNC Mortgage, regarding open issues and points of clarification in connection with assumption and assignment of PNC Mortgage's objections to sale motion (.70)	0.70
11/16/12 MG8	Review CitiMortgage's supplemental objection to Sale Motion, calculation of cure claim and follow-up with Curtis team and client re: same (.50)	0.50
11/16/12 MG8	Correspond with T. Witten, M. Waehr, and C. Schares of Residential Capital regarding obtaining list of PNC Mortgage-serviced loans being purchased by Berkshire Hathaway and follow-up with counsel to PNC Mortgage	0.60

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	regarding same (.60)	
11/16/12 MG8	Attend to numerous communications with counsel to Ocwen regarding issues relating to CitiMortgage's objection to Debtors' Sale Motion (.60)	0.60
11/16/12 MG8	Attend to preparation of materials for hearing on Debtors' Sale Motion and follow-up with Curtis team re: same (.50)	0.50
11/16/12 MG8	Attend to numerous communications with Residential Capital and Centerview teams with respect to certain issues relating to pricing related to certain parties objecting to Debtors' Sale Motion and confer with B. Weingarten regarding same (.70)	0.70
11/16/12 MG8	Locate and review objections to Debtors' Sale Motion filed by master servicers (1.20)	1.20
11/16/12 MG8	Review email from A. Root, counsel to PNC Mortgage, seeking certain clarifications in connection with Sale Motion and follow-up regarding same (.30)	0.30
11/16/12 MG8	Review filed objections to Debtors' notices of intent to assume and assign certain SBO servicing agreements and follow-up with Curtis team and Residential Capital re: same (.60)	0.60
11/16/12 GF	Assist B. Kolliar with preparation of materials for Monday's sale hearing for M. Gallagher and T. Foudy (1.00)	1.00
11/16/12 BMK	Coordinate the production of the sales hearing materials and review index (.80)	0.80
11/16/12 BMK	Discuss preparations for sales hearing, relevant pleadings, and the status of outstanding objections with working group (.20)	0.20
11/16/12 RMS	Complete retrieval and review of key documents re: sale hearing for attorney review, per the request of B. Kolliar (3.40)	3.40
11/16/12 HH	Confer with working group throughout the day re: status of materials requested by M. Gallagher for sales hearing and other issues related to hearing (.50)	0.50
11/16/12 HH	Review materials related to upcoming sale hearing, including objections filed by RMBS trustees (.30)	0.30
11/17/12 BMK	Correspond with working group re: reviewing received PNC Mortgage contracts (.20)	0.20
11/18/12 MG8	Prepare for hearing on Debtors' Sale Motion, including review and organize relevant materials for CitiMortgage, JPM Chase and PNC Mortgage's objections (1.30)	1.30

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11/18/12	MG8	Review updated chart summarizing objections to Sale Motion and current status and participate in conference call with Morrison & Foerster and Curtis teams regarding same (1.40)	1.40
11/18/12	MG8	Correspond with B. Kotliar regarding preparations for Debtors' sale hearing (.20)	0.20
11/18/12	MG8	Attend to correspondence with A. Root and T. Foudy regarding PNC Mortgage's objections to Sale Motion and related follow-up (.30)	0.30
11/19/12	MG8	Attend hearing on Debtors' sales motion, including numerous communications with counsel to PNC Mortgage, Counsel to CitiMortgage, Morrison & Foerster and counsel to Ocwen throughout the day with respect to possible resolutions to outstanding issues and objections (5.80)	5.80
11/19/12	MG8	Prepare for hearing on Debtors' sale motion, including assembling materials related to negotiations taking place overnight (1.20)	1.20
11/19/12	MG8	Attend to correspondence with M. Beck regarding open issues relating to SBO advance reimbursement in connection with resolution to objection of PNC Mortgage(.30)	0.30
11/19/12	BMK	Finalize materials for sale hearing (.40)	0.40
11/19/12	BMK	Draft summary of sale hearing held on November 19, 2012 (1.20)	1.20
11/19/12	HH	Review and summarize pleadings, per T. Foudy's request, in connection with Residential Capital's sale motion (.40)	0.40
11/20/12	MG8	Prepare for and attend continued hearing on Debtors' motions to approve asset sales free and clear to Ocwen and Berkshire Hathaway (3.10)	3.10
11/20/12	MG8	Attend to numerous communications with A. Root, counsel to PNC Mortgage, attorneys at Morrison & Foerster, and attorneys to other SBO servicers regarding finalizing language to sale orders addressing specific concerns of SBO servicers and related follow-up (2.30)	2.30
11/20/12	MG8	Participate in telephone conference with S. Wallace, counsel to CitiMortgage, to review language of paragraph 36 to Ocwen Sale Order addressing issues relating to master servicers (.30)	0.30
11/20/12	MG8	Participate in numerous communications with S. Wallace, counsel to CitiMortgage, regarding proposed language to Sale Order resolving objections of	0.80

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	CitiMortgage and follow-up with T. Goren and A. Barrage regarding same (.80)	
11/20/12 MG8	Review newly filed proposed orders for Ocwen and Berkshire Hathaway sales and transmit relevant provisions to CitiMortgage's counsel (.60)	0.60
11/26/12 MG8	Attend to correspondence relating to CPN REO acquisition (.10)	0.10
11/26/12 MG8	Prepare for and participate in call with Morrison & Foerster team to discuss outstanding cure amount issues following approval of Debtors' sale motions (.50)	0.50
11/26/12 MG8	Review letter agreement between Ally Bank, Ocwen and Walter in connection with Curtis' role as Debtors' conflicts counsel (.20)	0.20
11/26/12 MG8	Review and update chart circulated by Morrison & Foerster for outstanding cure issues remaining after hearing on Sale Motion (.40)	0.40
11/26/12 MG8	Correspond with S. Wallace, counsel to CitiMortgage Master Servicing, regarding obtaining list of loans subject to CitiMortgage master servicing (.10)	0.10
11/26/12 MG8	Attend to matters relating to determining economic impact of assumption of CitiMortgage's agreements and correspond with C. Schares, T. Witten, T. Foudy and B. Weingarten re: same (1.20)	1.20
11/27/12 JD3	Attend to correspondence re: status of Calpine REO property settlement (.20)	0.20
11/27/12 MG8	Attend to matters relating to reconciliation of loans and cure amounts associated with CitiMortgage in its capacity as Master Servicer and SBO servicer (1.20)	1.20
11/27/12 MG8	Participate in telephone conference with A. Root, counsel to PNC, regarding open issues in connection with cure claim (.30)	0.30
11/27/12 MG8	Participate in telephone conference with B. Weingarten of Centerview Partners regarding issues relating to CitiMortgage proposed cure amounts (.20)	0.20
11/28/12 MG8	Participate in telephone conference with M. Beck and T. Witten regarding mechanics of SBO servicing, reimbursement of advances and related issues (.70)	0.70
11/28/12 MG8	Review Berkshire Hathaway APA and sales orders for matters relating to SBO servicers and correspond with T. Witten and M. Crespo regarding same (1.20)	1.20
11/28/12 MG8	Participate in telephone conference with A. Barrage and M. Beck regarding issues relating to cure claims of SBO servicers (.50)	0.50

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11/29/12	MG8	Attend to numerous emails with T. Witten and M. Beck regarding SBO servicer whole loans being transferred to Berkshire Hathaway (.50)	0.50
11/29/12	MG8	Review provisions of Berkshire Hathaway APA relating to SBO servicers' whole loans being transferred under the Berkshire Hathaway APA and discuss same with working group (.80)	0.80
11/29/12	MG8	Review further correspondence from T. Witten regarding SBO servicing transition issues (.10)	0.10
11/29/12	MG8	Participate in telephone conference with T. Witten, C. Hager and M. Beck to discuss SBO servicer transition issues (.50)	0.50
11/29/12	MG8	Participate in conference call with Morrison & Foerster team to review status of cure objections and resolution strategies (1.00)	1.00

TOTAL HOURS 186.00

Summary of Services

	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Steven J. Reisman	Partner	8.90	830	7,387.00
Michael Ari Cohen	Partner	1.10	730	803.00
Susan F. Pollack	Counsel	5.20	635	3,302.00
Maryann Gallagher	Counsel	84.20	625	52,625.00
James V. Drew	Associate	0.70	590	413.00
Peter Josef Buenger	Associate	29.70	425	12,622.50
Heather Hiznay	Associate	3.00	345	1,035.00
Bryan M. Kotliar	Associate	41.00	305	12,505.00
Georgia Faust	Legal Assistant	1.00	230	230.00
Rebecca M. Srulowitz	Legal Assistant	11.20	230	2,576.00
		186.00		\$93,498.50

TOTAL SERVICES \$93,498.50

Summary of Expenses

External Photocopy Services 250.10

TOTAL EXPENSES \$250.10

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TOTAL THIS INVOICE

\$93,748.60



PLEASE RETURN THIS REMITTANCE WITH YOUR PAYMENT

Payment Instructions:

Wire Funds to - Bank: Citibank
ABA Routing #: 021000089
F/B/O: Curtis Mallet-Prevost Colt & Mosie LLP
Account#: 40585074

Mail Checks to - Curtis Mallet-Prevost Colt & Mosie LLP
General Post Office
P.O. Box 27930
New York, NY 10087-7930

Residential Capital, LLC
Inv. # 1562650

Total Services	93,498.50
Total Expenses	250.10
Total This Invoice	<u>\$93,748.60</u>

**If you require further information regarding past due accounts, please contact
Chandanie Doma (Accounts Receivable Coordinator) at (212)839-6807.**

Federal & New York State
Identification Number 13-5018900

This Statement is payable when rendered
in USD.